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Proposed Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:	)	Chapter 11
)	
GSC GROUP, INC.,	)	Case No.: 10-14653 (AJG)
)	
Debtor.)	
_____)	
In re:	)	Chapter 11
)	
GSCP, LLC,	)	Case No.: 10-14651 (AJG)
)	
Debtor.)	
_____)	
In re:	)	Chapter 11
)	
GSC ACTIVE PARTNERS, INC.,	)	Case No.: 10-14658 (AJG)
)	
Debtor.)	
_____)	

In re:	)	Chapter 11
GSCP (NJ), INC.	)	Case No.: 10-14660 (AJG)
Debtor.)	
)	
In re:	)	Chapter 11
GSCP (NJ), L.P.,	)	Case No.: 10-14652 (AJG)
Debtor.)	
)	
In re:	)	Chapter 11
GSCP (NJ) HOLDINGS, L.P.,	)	Case No.: 10-14661 (AJG)
Debtor.)	
)	
In re:	)	Chapter 11
GSC SECONDARY INTEREST FUND, LLC,	)	Case No.: 10-14663 (AJG)
Debtor.)	
)	

**MOTION OF DEBTORS FOR AN ORDER DIRECTING
JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

GSC Group, Inc. (“GSC Group”) and certain of its direct or indirect subsidiaries and affiliates (collectively, the “Debtors”) hereby file this motion (this “Motion”) for an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), directing joint administration of the Debtors’ chapter 11 cases and other related relief. In support of this Motion, the Debtors submit the Declaration of Peter R. Frank in Support of Chapter 11 Petitions and First Day Orders (the “Frank Declaration”), filed contemporaneously herewith, and further state as follows:

JURISDICTION AND VENUE

1. This Court has subject matter jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
2. This is a core proceeding pursuant to 28 U.S.C. § 157(b).
3. The predicate for the relief requested herein is Bankruptcy Rule 1015(b).

BACKGROUND

4. On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
5. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
6. No trustee, examiner, or committee has been appointed.
7. A description of the Debtors’ businesses, prepetition capital structure and circumstances leading to the chapter 11 filings are set forth in the Frank Declaration.

RELIEF REQUESTED

8. Pursuant to Bankruptcy Rule 1015(b), the Debtors hereby seek the joint administration of these chapter 11 cases for procedural purposes only.

BASIS FOR RELIEF

9. Bankruptcy Rule 1015(b) authorizes this Court to order the joint administration of the chapter 11 cases of a debtor and its “affiliates,” as defined in section 101(2) of the Bankruptcy Code. GSC Active Partners, Inc. is the indirect parent of GSC Group. GSC Group is the direct or indirect parent of each of the other debtors in these chapter 11 cases. The Debtors, therefore, are “affiliates” under the definition of Bankruptcy Code section 101(2) and,

accordingly, under Bankruptcy Rule 1015(b), this Court has the authority to grant the relief requested herein.

10. The Debtors anticipate that during the course of these chapter 11 cases, it will be necessary to file numerous motions and applications seeking relief on behalf of all of the Debtors. The Debtors submit that joint administration of their chapter 11 cases is in the best interests of their estates, creditors, and other parties in interest and will further the interests of judicial economy and administrative expediency by, among other things, obviating the need to file duplicate motions, to enter duplicate orders, and to forward unnecessary, duplicate notices to creditors and other parties in interest. This Motion is not a request for substantive consolidation.

11. The entry of joint administration orders in multiple related cases such as these is common in this District. *See, e.g., In re Mesa Air Group, Inc.*, Case No. 10-10018 (Bankr. S.D.N.Y. Jan. 5, 2010) (MG) [Doc. No. 33]; *In re Fairpoint Communications, Inc.*, Case No. 09-16335 (S.D.N.Y. Oct. 27, 2009) (BRL) [Doc. No. 35]; *In re Lehman Bros. Holdings Inc.*, Case No. 08-13555 (JMP) (Bankr. S.D.N.Y. Oct. 16, 2008) [Doc. No. 1090].

12. Accordingly, the Debtors propose that the caption of their jointly-administered chapter 11 cases be as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:	)	Chapter 11
)	
GSC GROUP, INC., <u>et al.</u> , ¹	)	Case No. 10-14653 (AJG)
)	
Debtor.	)	Jointly Administered
)	

13. The Debtors further propose that a docket entry be made in each of their chapter 11 cases substantially as follows:

An order has been entered in this case directing joint administration of this case with the chapter 11 bankruptcy cases of GSC Group, Inc., GSCP, LLC, GSC Active Partners, Inc., GSCP (NJ), Inc., GSCP (NJ) Holdings, L.P., GSCP (NJ), L.P, and GSC Secondary Interest Fund, LLC. The docket in chapter 11 case No. 10-14653 (AJG) should be consulted for all matters affecting this case.

NOTICE AND PRIOR MOTIONS

14. Notice of this Motion has been provided to: (i) the Office of the United States Trustee for Region 2, serving the Southern District of New York; (ii) counsel to the agent under the Debtors' prepetition secured credit facility; (iii) the creditors (excluding insiders) holding unsecured claims on a consolidated basis against the Debtors; (iv) the Internal Revenue Service; (v) the United States Securities and Exchange Commission; (vi) the United States Attorney's Office; (vii) the United States Attorney General; (viii) the New York State Attorney General; (ix) the New York State Taxing Authority; and (x) the New York City Taxing Authority.

¹ The Debtors along with the last four digits of each Debtor's federal tax identification number are GSC Group, Inc. (6382), GSCP, LLC (6520), GSC Active Partners, Inc. (4896), GSCP (NJ), Inc. (3944), GSCP (NJ) Holdings, L.P. (0940), GSCP (NJ), L.P. (0785), and GSC Secondary Interest Fund, LLC (6477).

15. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice of this Motion is necessary or required.

16. No previous request for the relief sought herein has been made.

[Remainder of page has been left blank intentionally]

WHEREFORE, the Debtors respectfully request that the Court enter an order (i) substantially in the form attached hereto as Exhibit A, directing the joint administration of these chapter 11 cases for procedural purposes only, and (ii) granting such other and further relief as may be just and proper.

Dated: August 31, 2010
New York, New York

Respectfully submitted,
GSC GROUP, INC., ET AL.,

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